

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
SCOUT MEDIA, INC., <u>et al.</u> , ¹) Case No. 16-13369-MEW
)
Debtors.) Jointly Administered
)

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

Scout Media, Inc.; Scout Media Holdings, Inc.; FTFS Acquisition, LLC; and Scout.com, LLC (collectively, the “**Debtors**”) with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor's Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publically filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number are: Scout Media Holdings, Inc. (1936), Scout Media, Inc. (1438), FTFS Acquisition, LLC (7230), and Scout.com, LLC (3269). The location of the Debtors' headquarters and the Debtors' service address is 122 West 26th Street, Fifth Floor, New York, NY 10036.

and potential adjustment, and reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents, and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and Statements, this representative relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

Global Notes and Overview of Methodology

- 1. Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim ("Claim") description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability,

priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

A listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and “as of” Information Date.** On December 8, 2016 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 12, 2016, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors’ chapter 11 cases [Docket No. 34].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on December 8, 2016, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on December 8, 2016.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors’ Schedules and Statements reflect net book values as of the close of business on December 8, 2016, in the Debtors’ books and records. Additionally, because the book values of certain assets, such as patents,

trademarks, and copyrights, may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.

4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
5. **Real Property and Personal Property–Leased.** In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).
6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a post-petition basis. However, only prepetition liabilities related to ordinary course wages and compensation that have been paid post-petition have been excluded from the Schedules.

7. **Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define “insiders” to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 10% of the voting securities of the Debtor entities; (d) Debtor affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtors). Correct Entities listed as “insiders” have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code.

8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

9. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses.

Moreover, other than real property leases reported in Schedule A/B Part 9, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors’ estates. The Debtors’ executory contracts and unexpired leases have been set forth in Schedule G.

10. **Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's or mechanic's liens.
11. **Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to setoff of such Claims.
12. **Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
13. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
14. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. **Undetermined Amounts.** The description of an amount as "unknown," "TBD" or "undetermined" is

not intended to reflect upon the materiality of such amount.

- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

15. Estimates and Assumptions. Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

16. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

17. Intercompany. The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

18. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.

19. Global Notes Control. If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on December 8, 2016, unless otherwise noted below. Other than real property leases reported on Schedule A/B Part 9, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on December 8, 2016. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Bank Accounts and Business Forms, (B) Granting an Extension to Comply With the Requirements of Section 345(b) of the Bankruptcy Code and Interim Approval of the Debtors' Current Deposit Guidelines, (C) Authorizing the Debtors' Banks to Honor Certain Transfers and Charge Bank Fees and Certain Other Amounts, and (D) Authorizing the Debtors to Manage Their Bank Accounts* [Docket No. 14] (the "**Cash Management Motion**").

Schedule A/B 11. Accounts receivable do not include intercompany receivables.

Schedules A/B 15. Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Schedule A/B 55. The Debtors do not own any real property. The Debtors have listed their real property leases in Schedule A/B 55. The Debtors' leasehold interests/improvements appear on Schedule A/B 50 as opposed to Schedule A/B 55.

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or potential warranty Claims against their vendors. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are potentially unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule AB 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

Schedule A/B 77. Undeposited Funds consists of check payments the Debtors have received but haven't been deposited or credit card payments in transit not yet deposited.

Schedule D. The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly

burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

Schedule E/F part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors' Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2. Finally, where litigation has been threatened or commenced against more than one Debtor, the Debtors have generally scheduled those creditors under Scout Media, Inc., which is the primary operating company of the Debtors.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in

connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease was in effect on the Petition Date or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement or multiple, severable, or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such agreements may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

Schedule H. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals) (these are included in both places). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3. All disbursements listed on Statement 3 are made through the Debtors' consolidated cash management system maintained by Scout Media, Inc. and listed for that Debtor.

Statement 4. Statement 4 accounts for a respective Debtor's intercompany transactions (these are only accounting balancing entries and no actual payments – we have not listed the purely accounting entries), as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage has not been included.

The Debtors have included all consulting and payroll distributions and aggregate travel, entertainment, and other expense reimbursements, aggregated by date, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider."

Statement 7. Information provided in Statement 7 may not include every administrative agency proceeding open or closed during the relevant time period, as certain agency proceedings are quickly dismissed or settled for a nominal sum. Additionally, any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes. The losses listed on Statement 10 are based on the estimated amounts currently owed and are not intended to be an admission of the amounts owed.

Statement 11. Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services and may include services rendered to other parties.

Statement 26d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d except for secured lenders and certain banks.

Statement 30. Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:

Debtor Scout Media, Inc.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known) 16-13369

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 1/1/2014 To 12/31/2014	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$13,570,106.64
For prior year:	From 1/1/2015 To 12/31/2015	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$14,068,297.83
For the year before that:	From 1/1/2016 To 12/8/2016	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$12,108,241.96

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

SEE ATTACHED EXHIBIT SOFA 3

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

SEE ATTACHED EXHIBIT SOFA 4

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Debtor	Scout Media, Inc. (Name)	Case number (if known)	16-13369																																																															
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<p>7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits</p> <p>List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity-within 1 year before filing this case.</p> <p><input type="checkbox"/> None</p> <table border="1"> <thead> <tr> <th>Case title</th> <th>Nature of case</th> <th>Court or agency's name and address</th> <th>Status of case</th> </tr> </thead> <tbody> <tr> <td>1-2-1 MARKETING SERVICES GROUP INC VS SCOUT MEDIA INC</td> <td>CONTRACT DISPUTE</td> <td>MN DISTRICT - HENNEPIN</td> <td><input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded</td> </tr> <tr> <td>Case number 27-CV-15-20944</td> <td>AQUOR TECHNOLOGIES INC VS SCOUT MEDIA INC</td> <td>CIVIL LITIGATION</td> <td>MN DISTRICT - HENNEPIN</td> <td><input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded</td> </tr> <tr> <td>Case number 27-CV-16-8355</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Case title	Nature of case	Court or agency's name and address	Status of case	1-2-1 MARKETING SERVICES GROUP INC VS SCOUT MEDIA INC	CONTRACT DISPUTE	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded	Case number 27-CV-15-20944	AQUOR TECHNOLOGIES INC VS SCOUT MEDIA INC	CIVIL LITIGATION	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded	Case number 27-CV-16-8355																																																	
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BMI FULFILLMENT SERVICES VS NORTH AMERICAN AFFINITY CLUBS INC, SCOUT MEDIA INC.	CONTRACT DISPUTE	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
27-CV-15- 10884			
CMF ASSOCIATES INC VS. SCOUT MEDIA INC	CIVIL LITIGATION	NY SUPREME - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
0652842/2016			
CMF ASSOCIATES, LLC V. SCOUT MEDIA, INC. ET AL	CONTRACT DISPUTE	U.S. DISTRICT-PENNSYLVANIA EASTERN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
2:15CV1250			
DAN KLORES COMMUNICATIONS LLC VS. SCOUT MEDIA INC ET AL	CIVIL LITIGATION	NY SUPREME - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
156222/16			
DATAPOINT MEDIA INC VS SCOUT MEDIA HOLDINGS INC	CIVIL LITIGATION	NY JUDGEMENT AND LIENS - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
3510365/2016			
FACEBOOK INC. VS NORTH AMERICAN MEMBERSHIP, ET AL	CIVIL LITIGATION	CA SUPERIOR - SAN MATEO	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number			
CIV537612			
HCI DATA CORPORATION VS SCOUT MEDIA INC, NORTH AMERICAN MEMBERSHIP GROUP INC	CONFESSION OF JUDGMENT	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
27-CV-15- 16465			
MEDIA IMAGES INC VS. SCOUT MEDIA INC	SMALL CLAIMS	FRANKLIN COUNTY MUNICIPAL COURT - OHIO	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
2015CVI039316			
NYC DEPARTMENT OF FINANCE VS SCOUT BOOKS & MEDIA INC	CIVIL LITIGATION	NY JUDGEMENT AND LIENS - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
3397726/2015			
PARAMOUNT APPAREL INTERNATIONAL INC VS NORTH AMERICAN AFFINITY CLUBS INC, SCOUT MEDIA INC	CIVIL LITIGATION	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
27-CV-15- 18060			
PARIS V. SCOUT MEDIA, INC.	COPYRIGHT INFRINGEMENT	U.S. DISTRICT - VIRGINIA WESTERN	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number			
3:16CV56			
PCI GROUP, INC. VS SCOUT MEDIA, INC.	CIVIL LITIGATION	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
27-CV-16- 4596			
RELIANCE PRIVATE LABEL SUPPLEMENTS INC VS SCOUT MEDIA INC, NORTH AMERICAN AFFINITY CLUBS INC	FOREIGN JUDGMENT	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number			
27-CV-16-451			

(Name)

Case title	Nature of case	Court or agency's name and address	Status of case
RELIANCE PRIVATE LABEL VS SCOUT MEDIA ET AL	CIVIL LITIGATION	NJ SUPERIOR - MERCER	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number L00207415			
RITCHIE ET ANO VS SCOUT MEDIA INC ET AL	CIVIL LITIGATION	WA SUPERIOR - KING	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number 16-2-28902-9			
RR DONNELLEY SONS COMPANY VS. SCOUT MEDIA INC	CIVIL LITIGATION	NY SUPREME - NEW YORK	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number 0653775/2015			
SIGNATURE COMMERCIAL SOLUTIONS LLC VS NORTH AMERICAN MEMBERSHIP GROUP INC	CIVIL LITIGATION	NY JUDGEMENT AND LIENS - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number 3553445/2016			
SIGNATURE COMMERCIAL VS. NORTH AMERICAN MEMBERSHIP	CIVIL LITIGATION	NY SUPREME - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number 0650719/2016			
SIGNATURE COMMERCIAL VS. NORTH AMERICAN MEMBERSHIP	CIVIL LITIGATION	NY SUPREME - NEW YORK	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number 0652355/2016			
SOLOMAN PAGE VS. SCOUT MEDIA INC ET AL	CIVIL LITIGATION	NY JUDGEMENT AND LIENS - NEW YORK	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number 3515285/2016			
STONE RIVER GEAR, LLC VS NORTH AMERICAN MEMBERSHIP GROUP INC, ET. AL.	CIVIL LITIGATION	MN DISTRICT - HENNEPIN	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
Case number 27-CV-15-18061			

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
1Lt Robert Wilson Collins Patriot Spirit Scholarship Fund c/o Sharon & Deacon Collins 167 Kristie Lane Tyrone, GA 30290	Cash	8/21/2015	\$5,000.00

Recipient's relationship to debtor
None

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

None

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		10/7/2016	\$15,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		10/12/2016	\$15,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		10/26/2016	\$15,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		10/28/2016	\$15,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		11/9/2016	\$30,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		11/18/2016	\$17,688.81
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Multiplier Capital Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		11/23/2016	\$15,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Multiplier Capital Sherwood Partners, Inc 1100 La Avenida Street Mountain View, CA 90403		12/7/2016	\$30,000.00
Email or website address www.shrwood.com			
Who made the payment, if not debtor?			
Multiplier Capital			

(Name)

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		10/18/2016	\$25,000.00
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		10/28/2016	\$39,128.50
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		11/10/2016	\$18,500.00
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		11/14/2016	\$1,500.00
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		11/18/2016	\$125,000.00
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		12/7/2016	\$10,000.00
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			
Womble Carlyle Sandridge & Rice, LLP 222 Delaware Avenue Suite 1501 Wilmington, DE 19801		12/8/2016	\$15,000.00
Email or website address www.wcsr.com			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

None

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs.

Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy	
1270 Avenue of the America New York, NY 10020	From 10/1/2013	To 8/1/2016
150 Nickerson Street, Suite 303 Seattle, WA 98109	From 1/1/2014	To 7/2015
12301 Whitewater Dr Minnetonka, MN 55343	From 1980	To 3/2015

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

None

Part 9: Personal Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

No.

Yes. State the nature of the information collected and retained. Credit Card Information

Does the debtor have a privacy policy about that information?

- No
- Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

- No. Go to Part 10.
- Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
StorageMart #0901 11001 Excelsior Blvd Hopkins, MN 55343	Cheryl Aarsvold	Books and Records	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
StorageMart #0901 11001 Excelsior Blvd Hopkins, MN 55343	Holly Hallquist	Books and Records	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
StorageMart #0901 11001 Excelsior Blvd Hopkins, MN 55343	Kevin Zanker	Books and Records	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
StorageMart #0901 11001 Excelsior Blvd Hopkins, MN 55343	Matt Puckett	Books and Records	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No
 Yes. Provide details below.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No
 Yes. Provide details below.

24. Has the debtor notified any governmental unit of any release of hazardous material?

No
 Yes. Provide details below.

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address	Dates of service	
Cheryl Aarsvold 915 Main Street Suite 2 Hopkins, MN 55343	From 11/2013	To CURRENT
Kevin Zanker 915 Main Street Suite 2 Hopkins, MN 55343	From 11/1999	To CURRENT

(Name)

Name and address

Matt Puckett
915 Main Street
Suite 2
Hopkins, MN 55343

Dates of service

From 11/2013 To CURRENT

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address

RSM McGladrey
801 Nicollet Mall,
Minneapolis, MN 55402

Dates of service

From 2014 To PRESENT

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address

Cheryl Aarsvold
915 Main Street
Suite 2
Hopkins, MN 55343

If any books of account and records are unavailable, explain why

Kevin Zanker
915 Main Street
Suite 2
Hopkins, MN 55343

Matt Puckett
915 Main Street
Suite 2
Hopkins, MN 55343

Cheryl Aarsvold
915 Main Street
Suite 2
Hopkins, MN 55343

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

Bank of America
670 6th Ave
New York, NY 10010

East West Bank
135 N. Los Robles Ave. 6th Fl.
Pasadena, CA 91101

Multiplier Capital
2 Wisconsin Circle
Ste 700
Chevy Chase, MD 20815

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 55343

Wells Fargo
PO Box 63020
San Francisco, CA 94163

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

None

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

None

Name	Address	Position and nature of any interest	% of interest, if any
Cheryl Aarsvold	915 Main Street, Ste 2 Hopkins, MN 55343	Officer	
Craig Amazeen	915 Main Street, Ste 2 Hopkins, MN 55343	Officer and Director	

(Name)

Name	Address	Position and nature of any interest	% of interest, if any
Scout Media Holdings, Inc.	915 Main Street, Ste 2 Hopkins, MN 55343	Shareholder	100%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

None

Name	Address	Position and nature of any interest	Period during which position or interest was held
Anton Pak	Poseidonos 1 Ledra Buziness Centre, Egkomi 2406 Nicosia Cyprus	Director	From To
Artem Kim		Director	From To
Ben Joldersma	6626 6th Avenue NW Seattle, WA 98107	CTO	From 2/2016 To 7/2016
Bill Sornsin	5465 43rd Ave W Seattle, WA 98199	CTO/COO	From 11/2013 To 7/2016
Craig Mallitz	8043 Cooper Creek Blvd #208 University Park, FL 34201	Director	From 6/2016 To 10/2016
Douglas Smith	27 Hampshire Rd Bronxville, NY 10708	CFO	From 1/2015 To 3/2016
Evgeny Fridman	Poseidonos 1 Ledra Buziness Centre, Egkomi 2406 Nicosia Cyprus	Director	From To
James Heckman	5048 Roosevelt Way NE Seattle, WA 98105	CEO/Chariman	From 11/2013 To 7/2016
Joe Robinson	2030 Iowa Ave #100 Riverside, CA 92507	Director	From To
Mark Stieglitz	310 Townsend St, Apt 401 San Francisco, CA 94107	COO	From 11/2013 To 12/2015
Mayo Stuntz	75 Rockefeller Plaza # 23 New York, NY 10019	Director	From 11/2013 To 7/2016
Natalia Markelova		Director	From To
Paul McNichol	75 Rockefeller Plaza # 23 New York, NY 10019	Secretary/Treasurer/SV P/Director	From 11/2013 To 12/2015
Ramsey McGrory	619 Esplanade Pelham, NY 10803	President	From 1/2015 To 12/2015
Ross Levinsohn	100 Riverside Blvd New York, NY 10069	Director / Executive Chairman of the Board	From 11/2013 To 7/2016
Ross Lukatsevich	100 Riverside Blvd. 30D New York, NY 10069	Director	From To
Steve Rindner	10805 Riverwood Dr Potomac, MD 20854	GCO	From 11/2013 To 4/2016
Tammer Fahmy	8043 Cooper Creek Blvd #208 University Park, FL 34201	Director	From 6/2016 To 10/2016

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

None

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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SEE ATTACHED EXHIBIT SOFA 4

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

None

(Name)

Name of the parent corporation

Scout Media Holdings, Inc.

Employer identification number of the parent corporation.

41-195-1936

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund? None

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/10/2017



Signature of individual signing on behalf of the debtor

President

Position or relationship to debtor

Craig Amazeen

Printed Name

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No
 Yes

Statement of Financial Affairs - Exhibit 3

Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
AAMIR SHIBLI 8 TREEVIEW LANE CLIFFWOOD, NJ 07721	10/07/2016 10/26/2016 11/18/2016 12/08/2016	\$991.00 \$2,153.00 \$7,896.00 \$13,765.00	EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT
		\$24,805.00	
ADP, INC (FEES) PO BOX 842875 BOSTON, MA 02284-2875	09/21/2016 10/17/2016 11/15/2016	\$6,468.00 \$6,423.00 \$6,423.00	PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE
		\$19,314.00	
ADP, INC (NET PAY) PO BOX 842875 BOSTON, MA 02284-2875	09/08/2016 09/13/2016 09/14/2016 09/22/2016 10/05/2016 10/20/2016 10/31/2016 11/01/2016 11/04/2016 11/07/2016 11/08/2016 11/09/2016 11/15/2016 11/16/2016 11/22/2016	\$116,043.00 \$4,504.00 \$4,248.00 \$109,149.00 \$118,197.00 \$108,867.00 \$20,000.00 \$20,000.00 \$15,405.00 \$17,580.00 \$12,738.00 \$27,933.00 \$7,000.00 \$82,000.00 \$24,219.00	PAYROLL SERVICE PAYROLL SERVICE
		\$687,883.00	
ADP, INC (TAXES) PO BOX 842875 BOSTON, MA 02284-2875	09/13/2016 09/28/2016 10/05/2016 10/20/2016 11/02/2016 11/03/2016 11/09/2016 11/18/2016 12/08/2016	\$56,795.00 \$53,873.00 \$52,792.00 \$51,339.00 \$32,000.00 \$29,000.00 \$7,500.00 \$70,472.00 \$53,529.00	PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE PAYROLL SERVICE
		\$407,300.00	
AKAMAI TECHNOLOGIES, INC PO BOX 26590 NEW YORK, NY 10087-6590	09/09/2016 10/17/2016 11/14/2016	\$3,688.00 \$1,961.00 \$1,864.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$7,513.00	
ALEDORT, ERIC 2150 LORAIN ROAD SAN MARINO, CA 91108	09/16/2016 09/28/2016 10/13/2016	\$4,166.00 \$10,000.00 \$4,166.00	PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS
		\$18,332.00	

Statement of Financial Affairs - Exhibit 3

Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
AMAZON WEB SERVICES LLC PO BOX 84023 SEATTLE, WA 98124-8423	09/15/2016 09/21/2016 10/28/2016 11/18/2016	\$18,030.00 \$34,902.00 \$17,306.00 \$17,306.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$87,544.00	
ANGELA MACHADO 17318 SW GALEWOOD DR SHERWOOD, OR 97140	09/29/2016 10/28/2016 11/30/2016	\$7,000.00 \$6,591.00 \$5,500.00	ANGELA MACHADO ANGELA MACHADO ANGELA MACHADO
		\$19,091.00	
AUBURN SPORTS PUBLICATIONS PO BOX 4037 AUBURN, AL 36831	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
BAILEY, CARL 1208 WATERFORD WAY ALLEN, TX 75013	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
BAKER STREET MEDIA LLC 302 SWANN COURT SWANSBORO, NC 28584	09/29/2016 10/28/2016	REDACTED REDACTED	PUBLISHER PUBLISHER
		[REDACTED]	
BENDER, COREY 7619 NOTTINGHILL SKY DR APOLLO BEACH, FL 33572	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
BERK, DAVID 870 PIMLICO DR, APT 3D CENTERVILLE, OH 45459	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
BLAIR ANGULO 22958 ESTORIL DRIVE DIAMOND BAR, CA 91765	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
BLUE VIEW SPORTS PO BOX 955 LEMONT, PA 16851	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
BRANDON, MATTHEW 6 ORSINI DRIVE LARCHMONT, NY 10538	09/08/2016 09/14/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
BROERING, RICHARD 3356 STONEWOOD DR. ERLANGER, KY 41018	09/09/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		██████████	
BROOKS, GABRIEL 401 S LOCUST ST APT 113 DENTON, TX 75703	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
CARR JR, ROBERT 1501 SECRET RAVINE PKWY ROSEVILLE, CA 95661	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
CARROLL SERVICES LLC 197M BOSTON POST RD W #367 MARLBOROUGH, MA 01752	10/28/2016 11/18/2016	\$7,500.00 \$7,500.00	BOARD FEES BOARD FEES
		\$15,000.00	
CARSON TURNER 15805 BETHPAGE LANE HAYMARKET, VA 20169	09/14/2016 09/22/2016	REDACTED REDACTED	PUBLISHER PUBLISHER
		██████████	
CB MEDIA, LLC 6000 SHEPHERD MOUNTAIN COVE AUSTIN, TX 78730	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
CHERYL AARSVOLD 3844 VINCENT AVENUE S MINNEAPOLIS, MN 55410	09/28/2016 10/07/2016 10/26/2016 10/28/2016 11/02/2016 11/08/2016 11/15/2016 11/18/2016 11/18/2016 11/23/2016 12/08/2016	\$7,823.00 \$3,673.00 \$10,540.00 \$1,832.00 \$1,609.00 \$2,000.00 \$2,321.00 \$4,354.00 \$1,730.00 \$409.00 \$9,104.00	EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT
		\$45,395.00	
CLARK, MICHAEL 3009 CANAL DRIVE WILSON, NC 27896	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
CLIFTON, LARSON, ALLEN LLP 220 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402	11/23/2016	\$9,000.00 \$9,000.00	OFFICE -OTHER

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
COLLEGE SPORTS PUBLICATIONS INC PO BOX 866104 TUSCALOOSA, AL 35486	09/16/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
CONTRA MEDIA GROUP LLC 122 WEST 26TH ST NEW YORK, NY 10007	09/28/2016 10/28/2016	\$7,500.00 \$7,500.00	RENT RENT
		\$15,000.00	
COUGFAN.COM, LLC 1463 E. REPUBLICAN ST. 1-A SEATTLE, WA 98112	09/29/2016 10/12/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		REDACTED	
CRAIG AMAZEEN 235 W 48TH ST #40H NEW YORK, NY 10036	09/28/2016 10/07/2016 10/26/2016 10/31/2016 11/18/2016 12/05/2016	\$3,000.00 \$530.00 \$3,159.00 \$10,000.00 \$7,954.00 \$14,164.00	EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT
		\$38,807.00	
CSP PUBLISHING CORP 1350 W FIFTH AVE., #30 COLUMBUS, OH 43212	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		REDACTED	
DAWMAN.COM LLC 2217 ABERDEEN AVE NE RENTON, WA 98056	09/29/2016 10/12/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		REDACTED	
DAWN BARNARD 7050 TAYLOR DRIVE SAVAGE, MN 55378	10/03/2016	\$9,919.00	SETTLEMENT
		\$9,919.00	
DBA-ROARK PUBLICATIONS DBA-ROARK PUBLICATIONS REDONDO BEACH, CA 90277	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		REDACTED	
DEMLING, JOSEPH 7425 FALLS RIDGE COURT LOUISVILLE, KY 40241	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		REDACTED	
DONNELLEY, RR PO BOX 7810 CHICAGO, IL 606777008	09/19/2016 09/28/2016	\$5,000.00 \$5,000.00	SETTLEMENT SETTLEMENT
		\$10,000.00	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
EDUCK SPORTS LLC 3140 SE LAKE RD. MILWAUKIE, OR 97222	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			[REDACTED]
EMBODY, WILLIAM 15509 LAKE MAGDALENE BLVD TAMPA, FL 33613	09/29/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
			[REDACTED]
E-NOVA SOLUTIONS, LLC 1616 SHEPARD DR MAPLE GLEN, PA 19002	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			[REDACTED]
FAEGRE BAKER DANIELS LLP 2200 WELLS FARGO CENTER MINNEAPOLIS, MN 55402	10/12/2016 10/28/2016 11/18/2016 12/08/2016	\$8,000.00 \$10,000.00 \$16,747.00 \$23,137.00	LEGAL FEES LEGAL FEES LEGAL FEES LEGAL FEES
			\$57,884.00
FIDELITY 100 CROSBY PARKWAY, KC1H COVINGTON, KY 41015 COVINGTON, KY 41015	09/22/2016 10/03/2016 10/05/2016 10/13/2016 10/26/2016 11/08/2016 11/30/2016	\$6,937.00 \$6,476.00 \$6,641.00 \$6,641.00 \$6,618.00 \$1,032.00 \$9,295.00	401K 401K 401K 401K 401K 401K 401K
			\$43,640.00
FISHER, MIKE 2833 SHERIDAN DR CARROLLTON, TX 75010	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			[REDACTED]
FLAGSHIP MEDIA, INC. 2113 HAIG POINT WAY RALEIGH, NC 27604	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			[REDACTED]
FOCUS GROUP, INC (OMNI) 2201 SW 152ND ST SUITE 3 BURIEN, WA 98166	09/19/2016 09/21/2016 09/28/2016 10/28/2016 11/18/2016	\$3,591.00 \$4,153.00 \$1,102.00 \$491.00 \$581.00	PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS
			\$9,918.00
FRANCIULLI-TINGLER, JACQUELINE 108 WOODGER CIRCLE LOUISA, VA 23093	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			[REDACTED]

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
FRANKLIN PICTURES, LLC 3385 LANATTA STREET SACRAMENTO, CA 95819	10/17/2016 11/01/2016 11/15/2016	\$7,000.00 \$11,000.00 \$7,300.00	PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS
		\$25,300.00	
FREDERICK NELSON 1534 130TH ST BALSAM LAKE, WI 54810	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
FUELED 568 BROADWAY NEW YORK, NY 10012	09/12/2016 09/28/2016 10/28/2016 11/18/2016	\$6,667.00 \$6,667.00 \$6,667.00 \$14,228.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$34,229.00	
FULLTIME FANTASY SPORTS 848 N. RAINBOW BLVD. LAS VEGAS, NV 89107	10/28/2016 11/30/2016	REDACTED REDACTED	PUBLISHER PUBLISHER
		[REDACTED]	
GALLI, FRANK 3205 FENTON ST WHEAT RIDGE, CO 80212	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GAME TIME MEDIA LLC 2810 TRINITY MILLS, #209 BOX 258 CARROLLTON, TX 75006	09/08/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GARCIA JR., JOHN 402 LIAM AVENUE TARPON SPRINGS, FL 34689	09/14/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GASPAR, TAYLOR 1500 S LAMAR DRIVE AUSTIN, TX 78704	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GENE'S PAGE INC/GENE SWINDOLL PO BOX 80283 STARVILLE, MS 39759	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GERSHON, JOSHUA 228 HERMOSA AVE HERMOSA BEACH, CA 90254	09/29/2016 10/28/2016 10/31/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
GOOGLE INC. PO BOX 39000 SAN FRANCISCO, CA 941393654	09/21/2016 09/28/2016 10/28/2016	\$12,500.00 \$25,000.00 \$25,000.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$62,500.00	
GOPHER ILLUSTRATED.COM INC 13709 CROSMOOR AVE ROSEMOUNT, MN 55068	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GORCEY, RYAN 639 VIA MARQUESA CAMARILLO, CA 93012	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GREENE, WILLIAM 4703 HILLS AND DALES RD NW #211 CANTON, OH 44708-1589	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
GUARDIAN - ALTERNATE FUNDED P O BOX 824395 PHILADELPHIA, PA 19182-4395	10/07/2016 10/12/2016 10/28/2016	\$1,179.00 \$2,799.00 \$3,294.00	HEALTH INSURANCE HEALTH INSURANCE HEALTH INSURANCE
		\$7,272.00	
HARVEY, JOSHUA 1700 NW 45TH STREET LINCOLN, NE 68528	09/14/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
HEALTHPARTNERS PO BOX 1450 MINNEAPOLIS, MN 55485-3600	09/13/2016 09/13/2016 09/15/2016 09/20/2016 09/20/2016 09/28/2016 09/28/2016 09/30/2016 10/05/2016 10/05/2016 10/11/2016 10/11/2016 10/18/2016 10/19/2016 10/25/2016 10/25/2016 11/01/2016 11/01/2016 11/10/2016 11/15/2016 11/22/2016 11/28/2016 12/06/2016 12/06/2016	\$760.00 \$192.00 \$20,861.00 \$218.00 \$214.00 \$1,197.00 \$192.00 \$47,939.00 \$21.00 \$138.00 \$685.00 \$192.00 \$79.00 \$24.00 \$115.00 \$192.00 \$44,044.00 \$107.00 \$515.00 \$498.00 \$1,322.00 \$84.00 \$285.00 \$11.00	HEALTH INSURANCE HEALTH INSURANCE
		\$119,885.00	
HELLMAN, SAMUEL 51 HORIZON DRIVE EDISON, NJ 08817	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
HICKEY, ANNA 225 E NORTH STREET INDIANAPOLIS, IN 46204	09/29/2016	REDACTED	PUBLISHER
		[REDACTED]	
HIGDON, JASON 220 CIRCLE ROAD DACAULA, GA 30019	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
HUBER, WILLIAM 2003 SYLVAN DR GREEN BAY, WI 54313	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
INDIANS BASEBALL INSIDER, LLC 10271 KARABOO TRAIL CONCORD TWP, OH 44077	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
INSIDE TENNESSEE LLC 451 TITANS CIRCLE MURFREESBORO, TN 37127	09/29/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
IRISH ILLUSTRATED LLC 20353 GARNET DRIVE SOUTH BEND, IN 46614	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
IT INDIANAPOLIS AKA: GEEK BRIGADE, INC 520 N STATE RD 135 GREENWOOD, IN 46142	09/28/2016	\$7,963.00 \$7,963.00	HOSTING & ANALYTICS
J WERNER ENTERPRISES, LLC 460 RODIN DR CLIFTON, IL 60927	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
JACKSON PUBLISHING, LLC 201 SHANNON OAKS CIRCLE, STE 205 CARY, NC 27511	09/08/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
JAMES MANRY 421 JEFFERSON CIRCLE NE ATLANTA, GA 30328	09/19/2016 09/28/2016 10/28/2016 11/18/2016	\$1,505.00 \$1,718.00 \$3,042.00 \$2,960.00	PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS
JETS INSIDER.COM LTD 223 WALL STREET, SUITE 200 HUNTINGTON, NY 11743	09/08/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
JMM PROPERTIES, LLC 14701 ROCKSBOROUGH RD MINNETONKA, MN 55345	09/16/2016 09/28/2016 10/28/2016	\$4,900.00 \$4,900.00 \$4,900.00	RENT RENT RENT
JOEL COX 3053 W. 132ND TERRACE LEAWOOD, KS 66209	12/08/2016	\$14,700.00 \$6,797.00	EXPENSE REIMBURSEMENT
JOHNSON, JARRET 5908 8TH STREET LUBBOCK, TX 79416	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
KARPMAN ENTERPRISES LLC 6834 W ST CHARLES AVE LAVEEN, AZ 85339	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
KINDER, KEVIN 85 HUNTING HILLS CHARLESTON, WV 25311	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
LATSCH, NATHAN 517 TREETOP VILLAGE DR BALLWIN, MO 63021	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
LEGGE, DEAN 126 BORDEAUX LANE ATHENS, GA 30605	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
LEIFHEIT, JONATHAN 3351 MEADOWWIND CT. MARIETTA, GA 30062	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
LEONARD, O'BRIEN, SPENCER, GALE & SAYRE 100 SOUTH FIFTH STREET MINNEAPOLIS, MN 55402	09/19/2016 09/27/2016	\$5,000.00 \$5,000.00	LEGAL FEES LEGAL FEES
LEVINE, JONATHAN 8228 FOUNTAIN AVE WEST HOLLYWOOD, CA 90046	10/07/2016 11/15/2016 11/30/2016	\$5,000.00 \$2,400.00 \$4,800.00	PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS
MAJOR UPSET PRODUCTIONS, INC. 3640 PARTITION ROAD WOODSIDE, CA 94062	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
MARTINEZ, MICHAEL 4059 KENNEDY COURT CHINO, CA 91710	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
MEDIATNG, LLC 7347 TAFT STREET MENTOR, OH 44060	09/14/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
MUNSTERTEIGER, ADAM 2300 S ROCK CREEK PKWY #29-102 SUPERIOR, CO 80027	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
OLE MISS SPIRIT/CHARLES H. ROUNSAVILLE 1296 N. LAMAR BLVD OXFORD, MS 38655	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
O'MALLEY, TIMOTHY 14264 AVERY POINT GRANGER, IN 46530	09/29/2016 10/28/2016	REDACTED REDACTED	PUBLISHER PUBLISHER
OPERATIVE MEDIA, INC. BOX 200663 PITTSBURGH, PA 15251-2662	09/08/2016 09/22/2016 09/28/2016 10/13/2016 11/18/2016	\$32,000.00 \$13,905.00 \$24,067.00 \$29,498.00 \$16,000.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$115,470.00	
OREAD MEDIA LLC 5510 S. HARLAN ST. LITTLETON, CO 80123	09/14/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
PAUL SWANEY ET AL PTR DBA-STADIUM JOURNEY LLC ANN ARBOR, MI 48103	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
PCI GROUP INC. PO BOX 566 PINEVILLE, NC 28134	11/02/2016	\$108,945.00	GARNISHMENT
		\$108,945.00	
PEEGS.COM, LLC 6093 BOULDER CT. COLUMBUS, IN 47201	09/29/2016 10/12/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
PERIDOT COMMUNICATIONS 3501 CLOVERLEAF PORTAGE, MI 49024	09/09/2016 09/29/2016 10/28/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
PETER RUPRECHT 511 6TH AVE #220 NEW YORK, NY 10011	11/18/2016 12/05/2016	\$7,362.00 \$12,171.00	EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT
		\$19,533.00	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
PIERSON, TRACY 2576 FEATHERWOOD ST. WESTLAKE VILLAGE, CA 91362	09/22/2016 09/29/2016 10/28/2016 11/30/2016 12/08/2016	REDACTED REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER PUBLISHER
PLUT, JOHN 10559 41ST PLACE NE SEATTLE, WA 98125	09/28/2016 10/28/2016 11/18/2016	\$5,400.00 \$4,800.00 \$1,680.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
			\$11,880.00
PROLIFICS 24025 PARK SORRENTO CALABASAS, CA 91302	09/28/2016 10/28/2016 11/18/2016	\$19,432.00 \$18,480.00 \$18,648.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
			\$56,560.00
PRZYBYLO, ROBERT 4010 VERSAILLES BLVD OKLAHOMA CITY, OK 73116	09/14/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
REDMAN, ROBERT 5591 SE 4TH AVE KEYSTONE HEIGHTS, FL 32656	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			REDACTED
ROBERT N ALLEN, LLC 1317 CONCORD LANE EDMOND, OK 73003	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			REDACTED
ROBERT SELLERS 1514 SEMINOLE STREET DEER PARK, TX 77536	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			REDACTED
RPM ASSOCIATES 5328 PEBBLE BEACH DRIVE METAMORA, MI 48455	09/19/2016 09/19/2016 09/28/2016 10/28/2016	\$17,664.00 \$2,241.00 \$10,389.00 \$12,369.00	PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS PRODUCTION COSTS
			\$42,663.00
SAM WEBB MEDIA SERVICES LLC 6270 OAKHURST DRIVE YPSILANTI, MI 48197	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
			REDACTED
SAVITT BRUCE & WILLEY LLP 1425 FOURTH AVENUE, SUITE 800 SEATTLE, WA 98101	09/30/2016 10/28/2016	\$2,702.00 \$5,000.00	LEGAL FEES LEGAL FEES
			\$7,702.00

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
SCALES, CHRISTOPHER 3165 29TH STREET, APT A8 ASTORIA, NY 11106	09/13/2016 09/20/2016 09/27/2016 10/04/2016 10/12/2016 10/18/2016 10/25/2016 11/01/2016 11/08/2016 11/15/2016 11/22/2016 11/30/2016 12/08/2016 12/08/2016	\$1,200.00 \$3,000.00 \$3,096.00 \$3,247.00 \$2,400.00 \$3,000.00 \$3,000.00 \$3,000.00 \$1,800.00 \$3,000.00 \$3,000.00 \$1,815.00 \$3,000.00 \$3,030.00	PRODUCTION COSTS PRODUCTION COSTS
		\$37,588.00	
SHERWOOD PARTNERS, INC 1100 LA AVENIDA STREET MOUNTAIN VIEW, CA 94043	10/07/2016 10/12/2016 10/26/2016 10/28/2016 11/09/2016 11/18/2016 11/23/2016 12/07/2016	\$15,000.00 \$15,000.00 \$15,000.00 \$15,000.00 \$30,000.00 \$17,689.00 \$15,000.00 \$30,000.00	SHERWOOD SHERWOOD SHERWOOD SHERWOOD SHERWOOD SHERWOOD SHERWOOD SHERWOOD
		\$152,689.00	
SIMMONS, BRIAN 181 TREADSTONE LANE DALLAS, GA 30132	09/20/2016 10/28/2016 11/18/2016 12/08/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
SNOW, BRIAN 5756 SPRUCE KNOLL CT INDIANAPOLIS, IN 46220	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
SPORTSROCKET, INC (FORMERLY BEDROCKET) 560 BROADWAY, SUITE 401 NEW YORK, NY 10012	09/28/2016 09/30/2016 10/28/2016 11/18/2016	\$25,000.00 \$98,082.00 \$44,485.00 \$45,878.00	HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$213,445.00	
STAMM, JASON 506 CRAIG ST CHRISTIANSBURG, VA 24073	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		[REDACTED]	
STEVEN KENNEDY 765 STURGES WAY ALPHARETTA, GA 30022	11/21/2016 12/07/2016	\$4,051.00 \$3,779.00	EXPENSE REIMBURSEMENT EXPENSE REIMBURSEMENT
		\$7,830.00	

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
STOLTZ, WILLIAM 207 TERRENCE DR. NAPERVILLE, IL 60565	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
THOMPSON HINE LLP 127 PUBLIC SQUARE CLEVELAND, OH 44114	10/28/2016	\$32,000.00 \$32,000.00	LEGAL FEES
TTK, INC 1413 THORNDON DRIVE BEL AIR, MD 21015	09/08/2016 09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		██████████	
US PRESSWIRE, LLC 1230 PEACHTREE ST NE ATLANTA, GA 30309	10/17/2016 10/28/2016	\$10,000.00 \$13,750.00 \$23,750.00	HOSTING & ANALYTICS HOSTING & ANALYTICS
VELOCITY MEDIA GROUP, LLC 274 ELM STREET SAN CARLOS, CA 94070	10/28/2016 11/30/2016	REDACTED REDACTED	PUBLISHER PUBLISHER
		██████████	
VU.COM 4644 HUMMINGBIRD TRAIL NE PRIOR LAKE, MN 55372	09/29/2016 10/12/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		██████████	
WADE, KEVIN 24830 PASEO PRIMARIO CALABASAS, CA 91302	09/16/2016 10/03/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		██████████	
WEXELL, JAMES 709 SHORT AVE. IRWIN, PA 15642	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
WILDCATAUTHORITY.COM, LLC 1331 W. SIMMONS PLACE TUCSON, AZ 85705	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
WILLIS OF MINNESOTA, INC 93076 NETWORK PLACE CHICAGO, IL 60673-1930	10/17/2016 11/14/2016 11/15/2016 12/08/2016	\$39,000.00 \$25,000.00 \$26,156.00 \$9,587.00 \$99,743.00	INSURANCE INSURANCE INSURANCE INSURANCE
WILSON, PHILLIP 8501 S. MERIDIAN ST INDIANAPOLIS, IN 46217	09/29/2016	REDACTED ██████████	PUBLISHER

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Scout Media, Inc. 16-13369

Claimant	Check Date	Check Amount	Reasons for Payment
WOCHIT, INC. 30 IRIVING PLACE NEW YORK, NY 10003	09/28/2016 10/28/2016	\$11,500.00 \$4,000.00	HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$15,500.00	
WOMBLE CARLYLE SANDRIDGE & RICE, LLP 222 DELAWARE AVENUE, SUITE 1501 WILMINGTON, DE 19801	10/18/2016 10/28/2016 11/10/2016 11/14/2016 11/18/2016 12/07/2016 12/08/2016	\$25,000.00 \$39,129.00 \$18,500.00 \$1,500.00 \$125,000.00 \$10,000.00 \$15,000.00	LEGAL FEES LEGAL FEES LEGAL FEES LEGAL FEES LEGAL FEES LEGAL FEES LEGAL FEES
		\$234,129.00	
WORGULI, BENJAMIN 676 SANIBEL LANE SUN PRAIRIE, WI 53590-9823	09/29/2016 10/12/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER PUBLISHER
		██████████	
YOUNG, DEREK 856 RUNKLE STREET WEST LIBERTY, OH 43357	09/29/2016 10/28/2016 11/30/2016	REDACTED REDACTED REDACTED	PUBLISHER PUBLISHER PUBLISHER
		██████████	
ZINCORA LLC 6586 WATERSEDGE WAY LAKEWOOD RANCH, FL 34202	09/28/2016 09/30/2016 10/07/2016 10/12/2016 10/19/2016 10/26/2016 11/07/2016 11/09/2016 11/14/2016 11/18/2016 12/08/2016	\$94,649.00 \$16,275.00 \$27,200.00 \$27,842.00 \$21,600.00 \$25,388.00 \$24,300.00 \$23,350.00 \$2,250.00 \$24,000.00 \$45,188.00	HOSTING & ANALYTICS HOSTING & ANALYTICS
		\$332,042.00	
Grand Total: 129			\$5,948,223.00

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Scout Media, Inc. 16-13369

Name	Relationship to Debtor	Payment Date	Amount	Description
CRAIG MALLITZ 8043 COOPER CREEK BLVD, STE 208 UNIVERSITY PARK, FL 34201	FORMER DIRECTOR	Various Dates	\$3,746.53	EXPENSE REIMBURSEMENT \$3,746.53
JAMES CARROLL 197M BOSTON POST RD W #367 MARLBOROUGH, MA 01752	DIRECTOR	Various Dates	\$22,500.00	DIRECTOR FEES \$22,500.00
JAMES HECKMAN – SCOUT INVESTMENT LLC 5048 ROOSEVELT WAY NE SEATTLE, WA 98105	FORMER OFFICER	Various Dates	\$139,914.00	EXPENSE REIMBURSEMENT \$139,914.00
ROSS LEVINSOHN 100 RIVERSIDE BLVD. 30D NEW YORK, NY 10069	FORMER DIRECTOR	Various Dates	\$42,803.85	EXPENSE REIMBURSEMENT \$42,803.85
STEVEN RINDNER 10805 RIVERWOOD DR POTOMAC, MD 20854	FORMER OFFICER	Various Dates	\$124,506.00	EXPENSE REIMBURSEMENT \$124,506.00
Grand Total: 5			\$333,470.38	